

Presentment Date June 11, 2018 at 12:00 p.m. (Prevailing Eastern Time)  
Objection Deadline: June 11, 2018 at 11:00 a.m. (Prevailing Eastern Time)

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*Co-counsel to Reorganized Debtors*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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:  
In re: : Chapter 11  
:  
SUNEDISON, INC., *et al.*, : Case No. 16-10992 (SMB)  
:  
Reorganized Debtors.<sup>1</sup> : (Jointly Administered)  
:  
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**NOTICE OF PRESENTMENT OF  
STIPULATION AND AGREED ORDER REGARDING  
CLAIM NOS. 5929, 6326 AND 6478 FILED BY STATE OF CALIFORNIA**

**PLEASE TAKE NOTICE** that SunEdison, Inc. ("SUNE") and certain of its affiliates, the above-captioned Reorganized Debtors (as defined in the confirmed *Second Amended Joint Plan of Reorganization of SunEdison, Inc. and its Debtor Affiliates* [Dkt. No. 3735]) (collectively, the "Debtors"), will present the proposed *Stipulation and Agreed*

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's tax identification number are as follows: SunEdison, Inc. (5767); SunEdison DG, LLC (N/A); SUNE Wind Holdings, Inc. (2144); SUNE Hawaii Solar Holdings, LLC (0994); First Wind Solar Portfolio, LLC (5014); First Wind California Holdings, LLC (7697); SunEdison Holdings Corporation (8669); SunEdison Utility Holdings, Inc. (6443); SunEdison International, Inc. (4551); SUNE ML 1, LLC (3132); MEMC Pasadena, Inc. (5238); Solaicx (1969); SunEdison Contracting, LLC (3819); NVT, LLC (5370); NVT Licenses, LLC (5445); Team-Solar, Inc. (7782); SunEdison Canada, LLC (6287); Enflex Corporation (5515); Fotowatio Renewable Ventures, Inc. (1788); Silver Ridge Power Holdings, LLC (5886); SunEdison International, LLC (1567); Sun Edison LLC (1450); SunEdison Products Singapore Pte. Ltd. (7373); SunEdison Residential Services, LLC (5787); PVT Solar, Inc. (3308); SEV Merger Sub Inc. (N/A); Sunflower Renewable Holdings 1, LLC (6273); Blue Sky West Capital, LLC (7962); First Wind Oakfield Portfolio, LLC (3711); First Wind Panhandle Holdings III, LLC (4238); DSP Renewables, LLC (5513); Hancock Renewables Holdings, LLC (N/A); EverStream HoldCo Fund I, LLC (9564); Buckthorn Renewables Holdings, LLC (7616); Greenmountain Wind Holdings, LLC (N/A); Rattlesnake Flat Holdings, LLC (N/A); Somerset Wind Holdings, LLC (N/A); SunE Waiawa Holdings, LLC (9757); SunE MN Development, LLC (8669); SunE MN Development Holdings, LLC (5388); SunE Minnesota Holdings, LLC (8926); Terraform Private Holdings, LLC (5993); SunEdison Products, LLC (3557); Hudson Energy Solar Corporation (1344); SunE REIT-D PR, LLC (2171); First Wind Energy, LLC (5519); First Wind Holdings, LLC (4445); Vaughn Wind, LLC (9605); Maine Wind Holdings, LLC (4825); SunEdison International Construction, LLC (6257); and EchoFirst Finance Co., LLC (1607) (collectively, the "Debtors" and, as reorganized, the "Reorganized Debtors"). The address of the Debtors' corporate headquarters is Two City Place Drive, 2nd floor, St. Louis, MO 63141.

*Order Regarding Claim Nos. 5929, 6326, and 6478 Filed by State of California* (the “Stipulated Order”) to the Honorable Stuart M. Bernstein, United States Bankruptcy Judge, for signature on **June 11, 2018 at 12:00 p.m. (Prevailing Eastern Time)**.

**PLEASE TAKE FURTHER NOTICE** that unless a written objection to the Stipulated Order, with a proof of service, is filed with the Clerk of the Court, and a courtesy copy is delivered to the undersigned counsel and to the chambers of the Honorable Stuart M. Bernstein so as to be received by **June 11, 2018 at 11:00 a.m. (Prevailing Eastern Time)**, there will not be a hearing on the Stipulated Order and the Stipulated Order may be signed.

**PLEASE TAKE FURTHER NOTICE** that if a written objection is timely filed, a hearing will be held to consider the Stipulated Order on a date and time to be set by the Court.

Dated: New York, New York  
May 23, 2018

SUNEDISON, INC. et al,  
*Reorganized Debtors*  
By their Co-Counsel:  
TOGUT, SEGAL & SEGAL LLP  
By:

/s/Frank A. Oswald  
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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11  
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SUNEDISON, INC., *et al.*, : :  
: : Case No. 16-10992 (SMB)  
Reorganized Debtors. : :  
: : (Jointly Administered)  
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**STIPULATION AND AGREED ORDER REGARDING  
CLAIM NOS. 5929, 6326 AND 6478 FILED BY STATE OF CALIFORNIA**

This stipulation and agreed order (this “Stipulated Order”) is entered into by and between: (i) the above-captioned Reorganized Debtors (as defined in the confirmed *Second Amended Joint Plan of Reorganization of SunEdison, Inc. and its Debtor Affiliates* [Dkt. No. 3735]) in the above-captioned chapter 11 cases (collectively, the “Debtors”);<sup>1</sup> and (ii) the California Department of Tax and Fee Administration (as successor to the State Board of Equalization) (the “Department” and, together with the Debtors, the “Parties”).

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s tax identification number are as follows: SunEdison, Inc. (5767); SunEdison DG, LLC (N/A); SUNE Wind Holdings, Inc. (2144); SUNE Hawaii Solar Holdings, LLC (0994); First Wind Solar Portfolio, LLC (5014); First Wind California Holdings, LLC (7697); SunEdison Holdings Corporation (8669); SunEdison Utility Holdings, Inc. (6443); SunEdison International, Inc. (4551); SUNE ML 1, LLC (3132); MEMC Pasadena, Inc. (5238); Solaicx (1969); SunEdison Contracting, LLC (3819); NVT, LLC (5370); NVT Licenses, LLC (5445); Team-Solar, Inc. (7782); SunEdison Canada, LLC (6287); Enflex Corporation (5515); Fotowatio Renewable Ventures, Inc. (1788); Silver Ridge Power Holdings, LLC (5886); SunEdison International, LLC (1567); Sun Edison LLC (1450); SunEdison Products Singapore Pte. Ltd. (7373); SunEdison Residential Services, LLC (5787); PVT Solar, Inc. (3308); SEV Merger Sub Inc. (N/A); Sunflower Renewable Holdings 1, LLC (6273); Blue Sky West Capital, LLC (7962); First Wind Oakfield Portfolio, LLC (3711); First Wind Panhandle Holdings III, LLC (4238); DSP Renewables, LLC (5513); Hancock Renewables Holdings, LLC (N/A); EverStream HoldCo Fund I, LLC (9564); Buckthorn Renewables Holdings, LLC (7616); Greenmountain Wind Holdings, LLC (N/A); Rattlesnake Flat Holdings, LLC (N/A); Somerset Wind Holdings, LLC (N/A); SunE Waiawa Holdings, LLC (9757); SunE MN Development, LLC (8669); SunE MN Development Holdings, LLC (5388); SunE Minnesota Holdings, LLC (8926); TerraForm Private Holdings, LLC (5993); Hudson Energy Solar Corporation (3557); SunE REIT-D PR, LLC (5519); SunEdison Products, LLC (4445); SunEdison International Construction, LLC (9605); Vaughn Wind, LLC (4825); Maine Wind Holdings, LLC (1344); First Wind Energy, LLC (2171); First Wind Holdings, LLC (6257); and EchoFirst Finance Co., LLC (1607). The address of the Debtors’ corporate headquarters is Two CityPlace Drive, 2nd floor, St. Louis, MO 63141.

## RECITALS

### The Chapter 11 Cases.

A. Beginning on April 21, 2016 (the “Petition Date”), SunEdison, Inc. (“SUNE”) and certain of its affiliates commenced voluntary cases (collectively, the “Chapter 11 Cases”) under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”). The Debtors’ Chapter 11 Cases have been consolidated for procedural purposes only and are being jointly administered.

B. On April 29, 2016, the United States Trustee formed an Official Committee of Unsecured Creditors in the Debtors’ Chapter 11 Cases (the “Committee”).

C. No trustee or examiner has been appointed in the Debtors’ cases.

D. On March 28, 2017, the Debtors filed their *Joint Plan of Reorganization of SunEdison, Inc. and its Debtor Affiliates* [Dkt. No. 2671] (as amended, the “Plan”) and corresponding disclosure statement [Dkt. No. 2672], each of which has been amended. The Plan, as amended, was confirmed by Order of this Court dated July 28, 2017 [Dkt. No. 3735]. The Plan’s Effective Date (as defined in the Plan) occurred on December 29, 2017 (the “Plan Effective Date”). See Docket No. 4495.

E. The Plan provides, in pertinent part, that “[o]n or after the Effective Date, except as otherwise provided herein, a Claim may not be filed or amended without the authorization of the Bankruptcy Court or the Reorganized Debtors, and, to the extent such authorization is not received, any such new or amended Claim filed shall be deemed Disallowed in full and expunged without any further notice to or action, order, or approval of the Bankruptcy Court[.]” Plan, § 9.7.

**The Department's Claims Against Debtor PVT Solar, Inc.**

F. On October 13, 2016, the Department filed Claim No. 5929 against PVT Solar, Inc. ("PVT") in the amount of \$1,747,069.33 ("Claim No. 5929") for unpaid sales and use taxes allegedly incurred prior to the Petition Date.

G. On July 25, 2017, the Department filed Claim No. 6326 against PVT in the amount of \$597.10 ("Claim No. 6326") for unpaid post-petition sales and use taxes. The Debtors have since satisfied Claim No. 6326 in full.

H. On December 28, 2017, the Debtors filed the *Objection to Certain Tax Claims that are Currently Subject to Audit or Which Otherwise Have not Been Properly Reconciled by the Relevant Taxing Authority* [Docket No. 4487] (the "Claims Objection"), pursuant to which the Debtors objected to, among others, Claim No. 5929, on grounds that the actual amount of such claims could not be determined due to a pending audit or otherwise could not be reconciled without further discussion between the Debtors and the relevant taxing authorities.

I. The Debtors have been in discussions with the Department to reconcile its claims.

J. On March 23, 2018, the Department filed Claim No. 6478 against PVT in the amount of \$800,710.18 ("Claim No. 6478" and, together with Claim No. 5929 and Claim No. 6326, the "Claims") for unpaid sales and use taxes allegedly incurred prior to the Petition Date. The proof of claim for Claim No. 6478 indicates it was filed as an amendment to Claim No. 5929; however, the Debtors assert that such claim is untimely.

**3. The Settlement.**

K. Following discussions and an exchange of information by and between the Parties, they have agreed to the terms set forth in this Stipulated Order, subject to Bankruptcy Court approval:

**IT IS HEREBY STIPULATED AND AGREED THAT:**

1. Claim No. 5929 shall be deemed allowed as a priority claim in the amount of \$800,710.18 (the "Allowed Claim").
2. Claim No. 6326 shall be deemed disallowed and expunged in its entirety as having been satisfied.
3. Claim No. 6478 shall be deemed disallowed and expunged in its entirety in accordance with the terms of the Plan.
4. The Debtors shall make a payment to the Department in the amount of \$800,710.18 within five (5) days of the Court's entry of this Stipulated Order.
5. By their signature hereto, each of the undersigned (a) represents that it has been duly authorized to enter into this Stipulated Order, in the case of the Debtors, subject to the Bankruptcy Court's approval hereof, and (b) requests that the Bankruptcy Court approve and so order this Stipulated Order.
6. The terms of this Stipulated Order shall be binding on the Parties and their respective successors and assigns, including any trustee, plan administrator, or similar party that may be appointed in the Debtors' bankruptcy proceedings.
7. This Stipulated Order may be signed in counterpart originals as if signed in one original document.
8. The Debtors' court-appointed claims and noticing agent is directed to modify the claims register in these Chapter 11 Cases in accordance with this Stipulated Order.

9. This Stipulated Order shall be immediately effective upon its approval and entry by the Bankruptcy Court in accordance with the terms set forth herein. The fourteen-day stay imposed by Bankruptcy Rule 6004(h), to the extent applicable, is hereby waived.

10. The Bankruptcy Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Stipulated Order.

Dated: May 23, 2018

SUNEDISON, INC., ET AL.  
Reorganized Debtors  
By their Co-Counsel  
TOGUT, SEGAL & SEGAL LLP

By:

CALIFORNIA DEPARTMENT OF TAX AND  
FEE ADMINISTRATION  
By its Counsel

By:

/s/Frank A. Oswald  
FRANK A. OSWALD  
A Member of the Firm  
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/s/Jeffrey H. Graybill  
JEFFREY H. GRAYBILL  
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450 N Street  
Sacramento, CA 95814  
(916) 323-3356

**SO ORDERED** this \_\_\_\_ day of June 2018  
in New York, New York

\_\_\_\_\_  
HONORABLE STUART M. BERNSTEIN  
UNITED STATES BANKRUPTCY JUDGE